

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Atwood Mobile Products LLC		07/18/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association, as Collateral Agent		
Street Address:	225 Asylum Street, 23rd Floor		
Internal Address:	Corporate Trust Services		
City:	Hartford		
State/Country:	CONNECTICUT		
Postal Code:	06103		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 33			
Property Type	Number	Word Mark	
Serial Number:	85294850	EXCALIBUR XT	
Serial Number:	85193532	A	
Serial Number:	85578279	ULTRA BREEZE	
Registration Number:	2535804	WEDGEWOOD VISION	
Registration Number:	2832644	BRINGING ALL THE COMFORTS OF HOME TO THE GREAT OUTDOORS	
Registration Number:	2842214	PRO TOW'D	
Registration Number:	2842216	PRO TOW'D	
Registration Number:	2843565	LEVELEGS	
Registration Number:	0737911	HYDRO FLAME	
Registration Number:	0848652	HYDRO FLAME	
Registration Number:	2907630		
Registration Number:	1739672		

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Registration Number:	0774436	A
Registration Number:	0832205	A
Registration Number:	1024171	A
Registration Number:	1366565	A
Registration Number:	1997527	PROTECTOR
Registration Number:	1443019	ATWOODAIR
Registration Number:	2351548	EXCALIBUR
Registration Number:	1024172	ATWOOD
Registration Number:	1323099	ATWOOD
Registration Number:	1027869	ATWOOD
Registration Number:	2864343	HOT
Registration Number:	4055079	A
Registration Number:	4024199	ATWOOD
Registration Number:	4062469	ATWOOD
Registration Number:	3492091	FRESH AIR IN THE PALM OF YOUR HAND
Registration Number:	3596047	POP 'N LOCK
Registration Number:	2490796	CREATE-A-BREEZE
Registration Number:	2767609	ENDLESS BREEZE
Registration Number:	2495337	FAN- TASTIC VENT
Registration Number:	2477081	FAN--TASTIC VENT
Registration Number:	2474889	BRINGS THE OUTSIDE IN...INSTANTLY

CORRESPONDENCE DATA

Fax Number: 2146614691

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 214-953-6691

Email: b.k.drinkwater@bakerbotts.com

Correspondent Name: B.K. Drinkwater, c/o Baker Botts L.L.P.

Address Line 1: 2001 Ross Avenue, Suite 600

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	006659.0179
NAME OF SUBMITTER:	B.K. Drinkwater
Signature:	/B.K. Drinkwater/
Date:	07/18/2012

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NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST HEREIN GRANTED, AND THE EXERCISE OF RIGHTS AND REMEDIES BY THE SECURED PARTY HEREUNDER, ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT, DATED AS OF JULY 18, 2012 (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, THE “**INTERCREDITOR AGREEMENT**”), AMONG WELLS FARGO CAPITAL FINANCE, LLC, AS REVOLVER AGENT, U.S. BANK NATIONAL ASSOCIATION, AS TERM AGENT, ATWOOD MOBILE PRODUCTS LLC AND THE OTHER OBLIGORS NAMED THEREIN. IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE TERMS OF THE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

GRANT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to that certain Second Lien Pledge and Security Agreement (as amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”; *capitalized terms used and not otherwise defined herein that are defined in the Security Agreement shall have the meanings herein as specified therein*), dated as of July 18, 2012, ATWOOD MOBILE PRODUCTS LLC (“**Grantor**”), whose address is 1120 North Main Street, Elkhart, IN 46514, hereby grants to U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent, whose address is c/o U.S. Bank National Association, Corporate Trust Services, 225 Asylum Street, 23rd Floor, Hartford, CT 06103, Attention: Michael M. Hopkins, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the goodwill associated therewith (the “**Goodwill**”), including without limitation the below listed registrations and applications for registration:

Applications

Serial Number	Filing Date	Mark
85/294,850	4/14/2011	EXCALIBUR XT
85/193,532	12/8/2010	A (Stylized) - Classes 6, 11 and 12
85/578,279	3/23/2012	ULTRA BREEZE


Registrations


Registration Number	Issue Date	Mark
2,535,804	2/5/2002	WEDGEWOOD VISION
2,832,644	4/13/2004	BRINGING ALL THE COMFORTS OF HOME TO THE GREAT OUTDOORS
2,842,214	5/18/2004	PRO TOW'D and Design

Registration Number	Issue Date	Mark
2,842,216	5/18/2004	PRO TOW'D
2,843,565	5/18/2004	LEVELEGS
737,911	9/18/1962	HYDRO FLAME
848,652	5/7/1968	HYDRO FLAME
2,907,630	12/7/2004	COUPLER Design
1,739,672	12/15/1992	COUPLER Design
774,436	8/4/1964	A and Design
832,205	7/18/1967	A (stylized)
1,024,171	11/4/1975	A (stylized)
1,366,565	10/22/1985	A (stylized)
1,997,527	8/27/1996	PROTECTOR
1,443,019	6/16/1987	ATWOODAIR and Design
2,351,548	5/23/2000	EXCALIBUR
1,024,172	11/4/1995	ATWOOD (Class 12)
1,323,099	3/5/1985	ATWOOD (Class 12)
1,027,869	12/23/1975	ATWOOD (Class 11)
2,864,343	7/20/2004	HOT and Design
4,055,079	11/15/2011	A (stylized) - Classes 6, 9 and 11
4,024,199	9/6/2011	ATWOOD - Class 12
4,062,469	11/29/2011	ATWOOD - Classes 6, 9 and 11
3,492,092	8/26/2008	FRESH AIR IN THE PALM OF YOUR HAND
3,596,047	3/24/2009	POP 'N LOCK
2,490,796	9/18/2001	CREATE-A-BREEZE
2,767,609	9/23/2003	ENDLESS BREEZE
2,495,337	10/9/2001	FAN-TASTIC VENT
2,477,081	8/14/2001	FAN--TASTIC VENT
2,474,889	8/7/2001	BRINGS THE OUTSIDE IN...INSTANTLY

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement. The Security Agreement is incorporated herein by reference.

ATWOOD MOBILE PRODUCTS LLC

By: 
Name: **Victor L. Vescovo**
Title: **Managing Director**

By: 
Name: **Elliot Kerlin**
Title: **Executive Vice President**

Signature Page to Grant of Security Interest in Trademarks (Second Lien)